

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Re Docket No. 205, 291

**CERTIFICATION OF COUNSEL REGARDING SALE OF NON-OPERATING BRAND
(ONDA BEAUTY)**

The undersigned hereby certifies that:

1. On September 8, 2023, this Court entered an *Order (I) Establishing Procedures Governing the Sale or Transfer of Certain De Minimis Assets and Non-Operating Brands and (II) Granting Related Relief* [Docket No. 205] the (“Non-Operating Brands Order”), whereby the Bankruptcy Court authorized the Debtors to sell certain of the Debtors’ Non-Operating Brands subject to the procedures set forth therein.

2. On September 14, 2023, pursuant to the Non-Operating Brands Order, the Debtors filed the *Notice of Non-Operating Brand Sale (Onda Beauty)* [Docket No. 291] (the “Onda Notice”).²

3. In accordance with the Non-Operating Brands Order and the Onda Notice, the Debtors received a Competing Bid prior to September 28, 2023 and, accordingly, held an auction (the “Onda Auction”) with respect to the sale of Onda’s assets (the “Onda Assets”) on October 6, 2023. The Debtors have determined that the highest or otherwise best bid for the Onda Assets

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc. principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Onda Notice.

after the Onda Auction was submitted by Larissa Thomson LLC (the “Purchaser”) pursuant to the *Bill of Sale, Assignment and Agreement* attached to the Proposed Order (as defined below) as Exhibit A. The following summarizes the terms of the proposed sale of the Onda Assets to the Purchaser:

Non-Operating Brand	ONDA Beauty
Debtor Parties	Amyris, Inc.; Onda Beauty, Inc.
Proposed Purchaser	Larissa Thompson LLC
Proposed Purchase Price	\$220,000.00 <i>plus</i> Cure Costs (as set forth in the Bill of Sale)
Commissions/Fees	None

4. Pursuant to paragraph 2(iii)(h) of the Non-Operating Brands Order, the Debtors “will seek an order of this Court approving the sale of the applicable Non-Operating Brand(s) to the successful bidder” in the event of an auction. Accordingly, the Debtors respectfully request that the Court enter the order, substantially in the form attached hereto as Exhibit A (the “Proposed Order”), approving the Onda Sale to the Purchaser pursuant to the Bill of Sale.

5. The Debtors provided the Proposed Order and Bill of Sale to the DIP Lenders, the Official Committee of Unsecured Creditors, the Ad Hoc Noteholder Group, and the Office of the United States Trustee, all of whom consent to the Proposed Order’s entry.

6. Accordingly, the Debtors request that the Proposed Order attached hereto as Exhibit A be entered at the Court’s earliest convenience.

Dated: October 10, 2023

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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